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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850) 224-8870  
Fax Number : (850) 224-7047

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

KWLL, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KWLL, INC.**

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is KWLL, INC., and its principal place of business shall be located at 908-912-B Kennedy Drive, Key West, Florida 33040, and the mailing address shall be the same.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in the business of a bar and retail sale of liquor and other beverages, as well as to carry on any and all incidental business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue is one thousand (1,000) shares of common stock at one dollar (\$1.00) par value, which shall be designated as "Common Shares." The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) natural persons, or the estate of such natural persons. Additionally, no stock shall be issued or transferred to a nonresident alien. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 908-912-B Kennedy Drive, Key West, Florida 33040, and the name of the initial registered agent of this corporation at that address is Mark Rossi.

**ARTICLE VI - DIRECTORS**

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

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<u>Name</u>	<u>Address</u>
Mark Rossi	P.O. Box 1527, Key West, Florida 33041
Christina Pearce	908-912-B Kennedy Drive, Key West, Florida 33040

**ARTICLE VII - OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President/ Mark Rossi	P.O. Box 1527, Key West, Florida 33041
Treasurer	
Vice President/ Christina Pearce	908-912-B Kennedy Drive, Key West, Florida 33040
Secretary	

**ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator signing these articles are Mark Rossi, P.O. Box 1527, Key West, Florida 33041.

**ARTICLE IX - INDEMNIFICATION**


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: June 12, 2008

  
\_\_\_\_\_  
Witness

By

  
\_\_\_\_\_  
Mark Rossi  
Incorporator

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**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:  
First, that KWLL, Inc., desiring to organize or qualify under the laws of the State of Florida,  
has named Mark Rossi, located at 908-912-B Kennedy Drive, Key West, Florida 33040, as its agent  
to accept service of process within Florida.

Dated: June 12, 2008

Don Hamiter  
Witness

By Mark Rossi  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further  
agree to comply with the provisions of all statutes relating to the proper and complete performance  
of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 12, 2008

Don Hamiter  
Witness

By Mark Rossi  
Resident Agent

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